

(4)
HELM
FINANCIAL CORPORATION

VIA AIR COURIER

January 21, 1998

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

Dear Mr. Williams:

Enclosed are two (2) originals of the Memorandum of Master Lease Agreement made as of May 26, 1996 ("**Memorandum**") between the following parties:

Lessor:	Helm Financial Corporation One Embarcadero Center, Suite 3700 San Francisco, CA 94111
Lessee:	Winchester and Western Railroad Company 258 Elm Street New Canaan, CT 06840

The equipment involved in this transaction is documented per each Schedule filed under this Memorandum.

Please file this agreement as a primary document. A check covering the filing fee of twenty-four dollars (\$24.00) is enclosed.

Sincerely,



Eric W. Stoll
Document Administrator

/es
Enclosures (2)

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

RECORDATION NO. 21201

FAX 415/398-4816

FILED

FEB 3 '98

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RECORDATION NO. 20201-A

FILED

FEB 3 '98

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SURFACE TRANSPORTATION
BOARD

FEB 3 '98

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MEMORANDUM OF
MASTER LEASE AGREEMENT

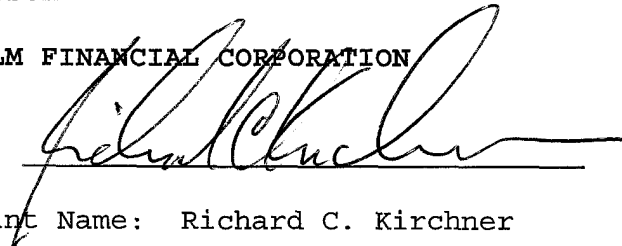
THIS MEMORANDUM OF MASTER LEASE AGREEMENT ("Memorandum") is dated as of May 26, 1996 and is intended to evidence that certain Master Lease Agreement dated as of May 26, 1996 ("Master Lease") between HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), and WINCHESTER AND WESTERN RAILROAD COMPANY, a Virginia corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation ("STB") under Section 49 of U.S.C. 11301. Lessee has the right to lease the rail equipment, more fully described in any Schedule which the parties subsequently record with the STB under the Master Lease, upon the terms and conditions provided in the Master Lease and such Schedule.

The Master Lease, any Schedule thereunder and the rail equipment leased cannot be assigned, subleased or in any way encumbered without the prior written consent of Lessor. Lessee has granted a security interest unto Lessor in and to any and all Payments, as such term is defined in the Master Lease, including, without limitation, any and all Rent and other Payments pursuant to any sublease. In the Event of Default, as such term is defined in the Master Lease, Lessee assigns any and all subleases to Lessor.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

LESSOR

HELM FINANCIAL CORPORATION

By: 

Print Name: Richard C. Kirchner

Its: President

LESSEE

WINCHESTER AND WESTERN RAILROAD COMPANY

By: 

Print Name: W.P. LIGHTIts: PRESIDENT

CM

STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

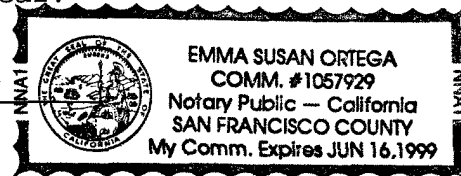
On January 20, 1998, before me, Emma S. Ortega,
personally appeared Richard C. Kirchner, President of HELM FINANCIAL
CORPORATION,

✓ personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the
person(s) whose name(s) is/are subscribed to the within instrument
and acknowledged to me that he/she/they executed the same in
his/her/their authorized capacity(ies), and that by his/her/their
signature(s) on the instrument the person(s), or the entity upon
behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Emma Susan Ortega
SIGNATURE OF THE NOTARY



[Notarial Seal]

STATE OF VIRGINIA)
) S.S.
COUNTY OF)

On January 9th, 1998, before me, Brenda A. Sites,
personally appeared W. P. Light, President of WINCHESTER AND
WESTERN RAILROAD COMPANY,

✓ personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the
person(s) whose name(s) is/are subscribed to the within instrument
and acknowledged to me that he/she/they executed the same in
his/her/their authorized capacity(ies), and that by his/her/their
signature(s) on the instrument the person(s), or the entity upon
behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Brenda Sites
SIGNATURE OF THE NOTARY
my commission expires 03-31-98

[Notarial Seal]

cm